

कॉन/आइआरसी/SE/104/Vol-VII/
दिनांक: 30.05.2023

1. The Bombay Stock Exchange Ltd., Mumbai
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai-400001 (Through BSE Listing Centre)
2. National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1,G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051 (Through NEAPS)

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023.

Ref: Regulation 24A of SEBI (LODR) Regulations, 2015.

In terms of regulation 24A of SEBI (LODR) Regulations, 2015, the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by Shri Deepak Kumar of M/s Akhil Rohatgi & Co., Practicing Company Secretary, is as per enclosure.

This is for your information and record please.

धन्यवाद ।

भवदीय,

कृते भारतीय कंटेनर निगम लिमिटेड

HARISH
CHANDRA

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CHANDRA
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(हरीश चन्द्रा)

कार्यकारी निदेशक (वित्त) एवं क. स.

संलग्नक : यथोपरि

पंजीकृत कार्यालय : कॉनकॉर भवन, सी-3, मथुरा रोड, नई दिल्ली-110076
Regd. Office : CONCOR Bhawan, C-3, Mathura Road, New Delhi-110076

दूरभाष / Tel. 011-41673093, 49512150,60, फैक्स / Fax: 011-41673094
ई-मेल / E-mial: co.pro@concorindia.com

CIN: L63011DL1988GOI030915
Visit us at <http://www.concorindia.co.in>

कंटेनर की बात, कॉनकॉर के साथ

Think Container, Think CONCOR



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CONTAINER CORPORATION OF INDIA LIMITED
(CIN: L63011DL1988GOI030915)**

FOR THE FINANCIAL YEAR ENDED 31/03/2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Container Corporation of India Limited (CONCOR)**, having its Registered Office at CONCOR Bhawan, C-3 Mathura Road Opposite Apollo Hospital, New Delhi-110076. Secretarial Review was conducted in a manner that provide us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We **Akhil Rohatgi & Company** have examined:

- a) all the documents and records made available to us and explanation provided by Container Corporation of India Limited ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,



for the financial year ended 31/03/2023 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable on the company during review period
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable on the company during review period
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable on the company during review period
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable on the company during review period
- i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period :



I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. no	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Regulation 17(1)	During the period under review the composition of Board was not in compliance of SEBI (LODR) Regulations, 2015 due to non-appointment of requisite number of Independent Directors on the Board of	NSE and BSE	Fine imposed	Regulation 17(1) of SEBI (LODR) Regulations, 2015 provides that where the listed entity does not have a regular non-executive	BSE and NSE each imposed fine of Rs.21,53,500/- (including GST) during FY 2022-23.	During the period under review, the number of Independent Directors on the Board was less than half of the total strength of Board as required under regulation 17(1) of Securities and Exchange	The Company has from time to time taken up the matter of appointment of requisite number of independent directors with administrative	The Company being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry



			listed entity.		chairpers on, at least half of the board of directors shall comprise of indepens dent directors. No. of Indepen dent Directors on the board of listed entity was less than half of total Board members		Board of India (Listing Obligations & Disclosure Requirement s) Regulations, 2015.	ministry i.e. Ministry Railways and Company has no control in the appointme nt of Directors on its Board.	i.e., Ministry of Railways (MoR) and Compan y has no control in the appoint ment of Directors on its Board. The Listed entity has requested BSE & NSE to waive off all the fines imposed on the Company. Matter had been considered and Fines have been
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									waived off by the BSE & NSE.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17 of SEBI (LODR) Regulations, 2015	Regulation 17	During the period under review the composition of Board including failure to appoint Independent woman director and half of the board was not independent	BSE/NSE	BSE and NSE levied fines	The composition of Board including failure to appoint Independent woman director and half of the	Rs.21,53,500/- (Each by NSE & BSE)	CONCOR being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry	CONCOR being a Government Company, the power to appoint Directors vests with the President of India through administrative ministry i.e., Ministry	After considering the matter fines imposed were waived off by the BSE & NSE.



			as per Regulation 17 SEBI (LODR) Regulations, 2015.			board was not independent in compliance of Regulation 17 of SEBI (LODR) Regulations, 2015.		of Railways (MoR) and Company has no control in the appointment of Directors on its Board. The Listed (Company/ CONCOR) has submitted a request to the stock exchanges (BSE & NSE) to waive off all the fines imposed on the Company.	of Railways (MoR) and Company has no control in the appointment of Directors on its Board. The Listed entity has requested BSE & NSE to waive off all the fines imposed on the Company. Matter had been considered and Fines have been waived off by the BSE & NSE.	
2.	Regulation 18 of SEBI	Regulation 18	Composition of Audit	NSE/BSE	BSE and	Composition of	Rs.1,13,280/-	Same as Above	Same as above	Same as above



	(LODR) Regulations, 2015		Committee was not in compliance for quarter ended September 2021 and December 2021, as per Regulation 18 of SEBI (LODR) Regulations, 2015 due to non availability of requisite numbers of Independent directors.		NSE levied fines	Audit Committee was not in compliance as per Regulation 18 of SEBI (LODR) Regulations, 2015 due to non availability of requisite numbers of Independent directors.	(Each by NSE & BSE)			
3.	Regulation 19 of SEBI (LODR) Regulations,	Regulation 19	Composition of Nomination and Remuneration	NSE/BSE	BSE and NSE levied fines	Composition of Nomination and Remuneration	Rs.3,25,680/- (Each by NSE & BSE)	CONCOR being a Government Company, the power to	CONCOR has informed that, after appointment of four numbers of	After considering the matter



			Committee was not in compliance for quarter ended September 2021, December 2021 and March 2022, as per Regulation 19 of SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.		ration Committee was not in compliance as per Regulation 19 of SEBI (LODR) Regulations, 2015 due to non-availability of requisite number of Independent Directors.		appoint Directors vests with the President of India through administrative ministry i.e., Ministry of Railways (MoR) and Company has no control in the appointment of Directors on its Board. The Listed (Company/ CONCOR) has submitted a request to the stock exchanges (BSE & NSE) to waive off all the fines	independent directors, the Nomination and remuneration Committee (NRC) was reconstituted in November 2021. Thereafter, as per amendment w.e.f. 01.01.2022 which requires 2/3rd NRC members to be Independent Directors, the Board of Directors again reconstituted the NRC with 2/3rd of the members as Independent Directors, which is in accordance	Fines imposed were waived off by the BSE & NSE for quarter ended 31-December -2021.
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							imposed on the Company. Nomination and remuneration Committee (NRC) was reconstituted in November 2021. Thereafter, as per amendment w.e.f. 01.01.2022 which requires 2/3rd NRC members to be Independent Directors, the Board of Directors again reconstituted the NRC with 2/3rd of the members as Independent	with the SEBI guidelines.	
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								Directors, which is in accordance with the SEBI guidelines.		
4.	Regulation 23 of SEBI (LODR) Regulation 2015	Regulation 23	Late submission of Disclosure of RPT on consolidated basis.	NSE/BSE	BSE and NSE levied fines	Delayed submission of disclosure of RPT on consolidated basis.	Rs.3,06,800/- (Each by NSE & BSE)	Disclosure of RPT on consolidated basis was submitted later than the due date of submission.	The listed entity has informed the Stock Exchanges that the matter was placed before Board of Directors (BOD) in its meeting held on 20.01.2022 and the BoD took note of the matter as an inadvertent omission as this new requirement of filing RPT on consolidated basis in	CONCOR has requested to the BSE & NSE to waive off the fine imposed



									XBRL mode was first made applicable to the period ended on 30-09-2021 and desired to request the stock exchanges for waiver of fine for delayed submission of disclosures of RPT. Accordingly a request has been made to the stock exchanges for waiver of fines.	
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There has been no resignation of the Statutory Auditors in the period under review, hence not applicable for the review period.
2.	Other conditions relating to resignation of statutory auditor i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee	NA	There has been no resignation of the Statutory Auditors in the period under review, hence not applicable for the review period.



	meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019	NA	There has been no resignation of the Statutory Auditors in the period under review, hence not applicable for the review period.

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:



S.No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	No Remarks.
2.	Adoption and timely updation of the Policies: a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. b) All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI.	Yes	No Remarks
3.	Maintenance and disclosures on Website: a) The Listed entity is maintaining a functional website b) Timely dissemination of the documents/ information under a separate section on the website c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	No Remarks.
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the Directors are disqualified.
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries	NA	The listed entity does not have any material subsidiary during the period under review.
6.	Preservation of Documents: The listed entity is preserving and maintaining	Yes	



	records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	NA	MCA vide its notification dated 05.06.2015, has, inter-alia, exempted Government companies from the evaluation of performance of Directors, in case the Directors are evaluated by the Ministry or Department of the Central Government which is administratively in charge of the company, as per its own evaluation methodology. Further, MCA vide notification dated 05.07.2017, also prescribed that the provisions relating to review of performance of Independent Directors and evaluation mechanism



			prescribed in Schedule IV of the Companies Act, 2013, is not applicable to Government Companies.
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or b) the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee in case no prior approval has been obtained.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions has been taken against the listed entity/ its promoters directors/subsidiaries either by SEBI or by Stock Exchanges under SEBI regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes (refer to the remarks)	There were few cases of fines imposed by Stock Exchanges, status of same has been stated in para I(a) above.
12.	Additional Non-compliances, if any: No any additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	No additional non-compliance were noticed.



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Akhil Rohatgi & Co.
Practicing Company Secretary
Reg. No. P1995DE072900



Deepak Kumar

FCS No: 10189

CP No: 11372

UDIN:F010189E000422535

Date: 30/05/2023

Place: New Delhi